

B1 (Official Form 1)(4/10)

<b>United States Bankruptcy Court</b> <b>Southern District of California</b>				<b>Voluntary Petition</b>	
Name of Debtor (if individual, enter Last, First, Middle): <b>Shop Smart Escondido, Inc. a California Corporation</b>			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>DBA Escondido Swap Meet</b>			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) <b>33-0870308</b>			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)		
Street Address of Debtor (No. and Street, City, and State): <b>635 West Mission Avenue</b> <b>Escondido, CA</b> <div style="text-align: right; font-size: small;">ZIP Code</div> <div style="text-align: center; border: 1px solid black; width: 100px; margin: 0 auto;"><b>92025</b></div>			Street Address of Joint Debtor (No. and Street, City, and State):  <div style="text-align: right; font-size: small;">ZIP Code</div> <div style="text-align: center; border: 1px solid black; width: 100px; margin: 0 auto;"></div>		
County of Residence or of the Principal Place of Business: <b>San Diego</b>			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address): <b>725 North Quince St., Ste. 107</b> <b>Escondido, CA</b> <div style="text-align: right; font-size: small;">ZIP Code</div> <div style="text-align: center; border: 1px solid black; width: 100px; margin: 0 auto;"><b>92025</b></div>			Mailing Address of Joint Debtor (if different from street address):  <div style="text-align: right; font-size: small;">ZIP Code</div> <div style="text-align: center; border: 1px solid black; width: 100px; margin: 0 auto;"></div>		
Location of Principal Assets of Business Debtor (if different from street address above):					
<b>Type of Debtor</b> (Form of Organization) (Check one box)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check one box)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <b>Tax-Exempt Entity</b> (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
<b>Filing Fee</b> (Check one box)  <input checked="" type="checkbox"/> Full Filing Fee attached  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Chapter 11 Debtors</b> Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 ( <i>amount subject to adjustment on 4/01/13 and every three years thereafter</i> ). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).			
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <div style="display: flex; justify-content: space-between; font-size: small;"> <span><input checked="" type="checkbox"/> 1-49</span> <span><input type="checkbox"/> 50-99</span> <span><input type="checkbox"/> 100-199</span> <span><input type="checkbox"/> 200-999</span> <span><input type="checkbox"/> 1,000-5,000</span> <span><input type="checkbox"/> 5,001-10,000</span> <span><input type="checkbox"/> 10,001-25,000</span> <span><input type="checkbox"/> 25,001-50,000</span> <span><input type="checkbox"/> 50,001-100,000</span> <span><input type="checkbox"/> OVER 100,000</span> </div>					
<b>Estimated Assets</b> <div style="display: flex; justify-content: space-between; font-size: small;"> <span><input checked="" type="checkbox"/> \$0 to \$50,000</span> <span><input type="checkbox"/> \$50,001 to \$100,000</span> <span><input type="checkbox"/> \$100,001 to \$500,000</span> <span><input type="checkbox"/> \$500,001 to \$1 million</span> <span><input type="checkbox"/> \$1,000,001 to \$10 million</span> <span><input type="checkbox"/> \$10,000,001 to \$50 million</span> <span><input type="checkbox"/> \$50,000,001 to \$100 million</span> <span><input type="checkbox"/> \$100,000,001 to \$500 million</span> <span><input type="checkbox"/> \$500,000,001 to \$1 billion</span> <span><input type="checkbox"/> More than \$1 billion</span> </div>					
<b>Estimated Liabilities</b> <div style="display: flex; justify-content: space-between; font-size: small;"> <span><input type="checkbox"/> \$0 to \$50,000</span> <span><input type="checkbox"/> \$50,001 to \$100,000</span> <span><input type="checkbox"/> \$100,001 to \$500,000</span> <span><input type="checkbox"/> \$500,001 to \$1 million</span> <span><input checked="" type="checkbox"/> \$1,000,001 to \$10 million</span> <span><input type="checkbox"/> \$10,000,001 to \$50 million</span> <span><input type="checkbox"/> \$50,000,001 to \$100 million</span> <span><input type="checkbox"/> \$100,000,001 to \$500 million</span> <span><input type="checkbox"/> \$500,000,001 to \$1 billion</span> <span><input type="checkbox"/> More than \$1 billion</span> </div>					

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Shop Smart Escondido, Inc. a California Corporation</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet)			
Location Where Filed: <b>- None -</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet)			
Name of Debtor: <b>- None -</b>	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.	<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).  <b>X</b> _____ Signature of Attorney for Debtor(s) (Date)		
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  <div style="text-align: center;">           _____            (Name of landlord that obtained judgment)         </div>  <div style="text-align: center;">           _____            (Address of landlord)         </div>			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

**Voluntary Petition***(This page must be completed and filed in every case)*

Name of Debtor(s):

**Shop Smart Escondido, Inc. a California Corporation****Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** \_\_\_\_\_  
Signature of Debtor

**X** \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

**X** \_\_\_\_\_  
Signature of Foreign Representative

\_\_\_\_\_  
Printed Name of Foreign Representative

\_\_\_\_\_  
Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

**X** \_\_\_\_\_  
Date

\_\_\_\_\_  
Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

\_\_\_\_\_  
Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

\_\_\_\_\_  
If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

\_\_\_\_\_  
*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.*

**Signature of Attorney\***

**X** /s/ John L. Smaha 95855  
Signature of Attorney for Debtor(s)

John L. Smaha 95855 (Bar No. 95855)

\_\_\_\_\_  
Printed Name of Attorney for Debtor(s)

Smaha Law Group

\_\_\_\_\_  
Firm Name

7860 Mission Center Ct. #100  
San Diego, CA 92108

\_\_\_\_\_  
Address

Email: jsmaha@smaha.com

619-688-1557 Fax: 619-688-1558

\_\_\_\_\_  
Telephone Number

October 7, 2010

\_\_\_\_\_  
Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** /s/ Joe C. Crowder  
Signature of Authorized Individual

Joe C. Crowder

\_\_\_\_\_  
Printed Name of Authorized Individual

President

\_\_\_\_\_  
Title of Authorized Individual

October 7, 2010

\_\_\_\_\_  
Date

**SHOP SMART ESCONDIDO, INC.  
CONSENT TO ACTIONS  
BY DIRECTORS WITHOUT A MEETING**

The undersigned directors of the Shop Smart Escondido, Inc. a California corporation ("Corporation") hereby consent to the adoption of the following resolutions, without a meeting, by unanimous consent of all directors of that corporation.

**CHAPTER 11 BANKRUPTCY**

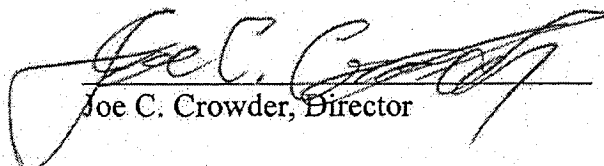
RESOLVED, that the directors of this Corporation have determined that it is in the best interests of the Corporation and its shareholders for the Corporation to file a petition for the reorganization of this corporation under Chapter 11 of the United States Bankruptcy Code with the United States Bankruptcy Court for the Southern District of California; and

RESOLVED FURTHER, that the president, or any vice president, of the Corporation, together with the secretary, or assistant secretary of the Corporation, be and they are hereby authorized and instructed, for and in the name of the Corporation, to execute and file such petition and or other documents deemed necessary or advisable in connection with such Chapter 11 petition; and

RESOLVED FURTHER, that the officers of this Corporation be and they hereby are authorized and instructed to execute all additional documents and take all additional actions deemed reasonable or necessary to carry out the above resolutions.

This action is taken under Section 307(b) of the California Corporations Code, and is to be filed in the corporate minute book with the minutes of the board meetings.

Dated: October 6, 2010

  
Joe C. Crowder, Director

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court**  
**Southern District of California**

In re **Shop Smart Escondido, Inc. a California Corporation**

Debtor(s)

Case No.

Chapter **11**

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Alliant Insurance Service 701 "B" Street, 6th Floor San Diego, CA 92101-8156	Alliant Insurance Service 701 "B" Street, 6th Floor San Diego, CA 92101-8156	Insurance Costs		9,491.00
Andrew Kurz 120 Birmingham Drive, Ste. 200 Cardiff by the Sea, CA 92007-1753	Andrew Kurz 120 Birmingham Drive, Ste. 200 Cardiff by the Sea, CA 92007-1753	Legal Services		17,358.77
C Samuel Blick 16915 Avenida De Acacias P.O. Box 9477 Rancho Santa Fe, CA 92067	C Samuel Blick 16915 Avenida De Acacias P.O. Box 9477 Rancho Santa Fe, CA 92067	Legal Services	Disputed	30,260.00
Dennis O'Dorisio O'Dorisio & Wedell, LLP 1350 Executive Drive, Ste. 220 San Diego, CA 92121	Dennis O'Dorisio O'Dorisio & Wedell, LLP 1350 Executive Drive, Ste. 220 San Diego, CA 92121	Legal Services Rendered		55,498.87
Escondido Disposal P.O. Box 5608 Buena Park, CA 90622-5608	Escondido Disposal P.O. Box 5608 Buena Park, CA 90622-5608	Utilities		5,396.94
Escondido Disposal P.O. Box 5608 Buena Park, CA 90622-5608	Escondido Disposal P.O. Box 5608 Buena Park, CA 90622-5608	Utilities		2,173.60
Escondido Drive Inn, Ltd. c/o Daniel H. Johnston 1751 West Citracado Parkway Escondido, CA 92029	Escondido Drive Inn, Ltd. c/o Daniel H. Johnston 1751 West Citracado Parkway Escondido, CA 92029	Swap Meet Rent		667,449.97
Home Depot Dept. 32-2500774231 P.O. Box 6031 The Lakes, NV 88901-6031	Home Depot Dept. 32-2500774231 P.O. Box 6031 The Lakes, NV 88901-6031	Building Supplies		5,983.76
Kaiser Permanente California Service Center P.O. Box 23250 San Diego, CA 92193-3250	Kaiser Permanente California Service Center P.O. Box 23250 San Diego, CA 92193-3250	Medical Insurance		1,857.00
Mission Janitorial Supplies 9292 Activity Road San Diego, CA 92126-4425	Mission Janitorial Supplies 9292 Activity Road San Diego, CA 92126-4425	Janitorial Supplies		4,521.27

B4 (Official Form 4) (12/07) - Cont.

In re **Shop Smart Escondido, Inc. a California Corporation**

Case No. \_\_\_\_\_

Debtor(s)

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
North County Times c/o Lee Newspaper P.O. Box 742548 Cincinnati, OH 45274-2548	North County Times c/o Lee Newspaper P.O. Box 742548 Cincinnati, OH 45274-2548	Advertising		6,039.90
Office Depot, Inc. P.O. Box 630813 Cincinnati, OH 45263-0813	Office Depot, Inc. P.O. Box 630813 Cincinnati, OH 45263-0813	Office Supplies		1,662.24
Parkway Center, LLC c/o Bestar Property Management P.O. Box 16281 Phoenix, AZ 85011-6281	Parkway Center, LLC c/o Bestar Property Management P.O. Box 16281 Phoenix, AZ 85011-6281	Parking Lot Rent		22,000.00
Parra Building Consultants, In 3127 Kalmia Street San Diego, CA 92104	Parra Building Consultants, In 3127 Kalmia Street San Diego, CA 92104	Safety & Building Inspection		5,000.00
San Diego County Treasurer P.O. Box 129009 San Diego, CA 92112	San Diego County Treasurer P.O. Box 129009 San Diego, CA 92112	Property Taxes Plus Penalties		2,254.53
San Diego County Treasurer P.O. Box 129009 San Diego, CA 92112	San Diego County Treasurer P.O. Box 129009 San Diego, CA 92112	Property Taxes Plus Penalties		12,368.22
San Diego County Treasurer P.O. Box 129009 San Diego, CA 92112	San Diego County Treasurer P.O. Box 129009 San Diego, CA 92112	Properties Taxes Plus Penalties		22,193.07
Smart & Final P.O. Box 910948 Los Angeles, CA 90091-0948	Smart & Final P.O. Box 910948 Los Angeles, CA 90091-0948	Vendor Services		2,500.00
Travelers CL Remittance Center Hartford, CT 06183-1008	Travelers CL Remittance Center Hartford, CT 06183-1008	Insurance		23,750.00
Travelers CL Remittance Center Hartford, CT 06183-1008	Travelers CL Remittance Center Hartford, CT 06183-1008	Insurance		9,491.00

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date October 7, 2010

Signature /s/ Joe C. Crowder  
**Joe C. Crowder**  
**President**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
 18 U.S.C. §§ 152 and 3571.



**United States Bankruptcy Court**  
**Southern District of California**

In re Shop Smart Escondido, Inc. a California Corporation,  
 Debtor

Case No. \_\_\_\_\_

Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Andrew Kurtz Trust</b> 120 Birmingham Dr., Ste. 200 Cardiff by the Sea, CA 92007	<b>Common</b>	<b>500,000 Shares</b>	<b>Stock</b>
<b>Anhtu Nguyen</b> 3947 Corte Mar de Hierba San Diego, CA 92130	<b>Common</b>	<b>220,600 Shares</b>	<b>Stock</b>
<b>Camquynh T. Nguyen</b> 13533 Sydney Way Place San Diego, CA 92129	<b>Common</b>	<b>220,600 Shares</b>	<b>Stock</b>
<b>Daniel Kurz</b> 2240 Encinitas Blvd., #D-362 Encinitas, CA 92024	<b>Common</b>	<b>450,000 Shares</b>	<b>Stock</b>
<b>Joe C. Crowder</b> 725 North Quince, Ste. 107 Escondido, CA 92025	<b>Common</b>	<b>5,400,000 Shares</b>	<b>Stock</b>
<b>John McLean</b> 907 Crystal Mountain Drive Austin, TX 78733	<b>Common</b>	<b>300,000 Shares</b>	<b>Stock</b>
<b>Rolland Othick</b> 812 Canyon Green Drive Las Vegas, NV 89144	<b>Common</b>	<b>500,000 Shares</b>	<b>Stock</b>
<b>The Hurwitz Family Savings Tru</b> c/o Dave Hurwitz 2037 Via Trueno Alpine, CA 91901	<b>Common</b>	<b>600,000 Shares</b> <b>Purchased</b> <b>07/21/2009</b>	<b>Stock</b>
<b>The Hurwitz Family Savings Tru</b> c/o Dave Hurwitz 2037 Via Trueno Alpine, CA 91901	<b>Common</b>	<b>600,000 Shares</b> <b>Purchased</b> <b>10/20/09</b>	<b>Stock</b>
<b>Walter Kuhn</b> 300 Bridge Street Bigfork, MT 59911	<b>Common</b>	<b>750,000 Shares</b>	<b>Stock</b>

In re Shop Smart Escondido, Inc. a California Corporation,  
Debtor

Case No. \_\_\_\_\_

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date October 7, 2010

Signature /s/ Joe C. Crowder  
**Joe C. Crowder**  
**President**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C §§ 152 and 3571.



A T & T  
Customer Care Bus. Service  
635 Grant St., 5th Floor  
Pittsburgh, PA 15219

A T & T  
P.O. Box 105068  
Atlanta, GA 30348-5068

Airgas West  
P.O. Box 6030  
Lakewood, CA 90714-6030

Alliant Insurance Service  
701 "B" Street, 6th Floor  
San Diego, CA 92101-8156

American Express  
P.O. Box 981535  
El Paso, TX 79998-1535

Andrew Kurz  
120 Birmingham Drive, Ste. 200  
Cardiff by the Sea, CA 92007-1753

AT & T Mobility  
Customer Care  
P.O. Box 246  
Artesia, CA 90702-0246

Aurora Bank  
27472 Portola Pkwy, Ste 205 #4  
Foothill Ranch, CA 92610

C Samuel Blick  
16915 Avenida De Acacias  
P.O. Box 9477  
Rancho Santa Fe, CA 92067

Dennis O'Dorisio  
O'Dorisio & Wedell, LLP  
1350 Executive Drive, Ste. 220  
San Diego, CA 92121

Escondido Disposal  
P.O. Box 5608  
Buena Park, CA 90622-5608

Escondido Drive Inn, Ltd.  
c/o Daniel H. Johnston  
1751 West Citracado Parkway  
Escondido, CA 92029

Escondido Drive Inn, Ltd.  
c/o Mark Hagarty  
600 West Broadway, #2600  
San Diego, CA 92101

Escondido Drive Inn, Ltd.  
c/o Daniel H. Johnson  
1751 W. Citracado Parkway  
Escondido, CA 92029

Home Depot  
Dept. 32-2500774231  
P.O. Box 6031  
The Lakes, NV 88901-6031

Interstate Fire Protection  
36140 Jana Lane  
Wildomar, CA 92595

JJJ Enterprises  
P.O. Box 463021  
Escondido, CA 92046

Joe C. Crowder  
725 N. Quince Street, Ste. 107  
Escondido, CA 92025

Kaiser Permanente  
California Service Center  
P.O. Box 23250  
San Diego, CA 92193-3250

Mission Janitorial Supplies  
9292 Activity Road  
San Diego, CA 92126-4425

Muncie Novelty  
9610 Norht State Rd. 67  
P.O. Box 823  
Muncie, IN 47308-0823

North County Times  
c/o Lee Newspaper  
P.O. Box 742548  
Cincinnati, OH 45274-2548

Office Depot, Inc.  
P.O. Box 630813  
Cincinnati, OH 45263-0813

Parkway Center, LLC  
c/o Bestar Property Management  
P.O. Box 16281  
Phoenix, AZ 85011-6281

Parkway Center, LLC  
c/o Vestar Property  
P.O. Box 16281  
Phoenix, AZ 85011-6218

Parra Building Consultants, In  
3127 Kalmia Street  
San Diego, CA 92104

Penny Saver  
Harte-Hanks Shoppers, Inc.  
P.O. Box 8900  
Brea, CA 92822-8900

San Diego County Treasurer  
P.O. Box 129009  
San Diego, CA 92112

Smart & Final  
P.O. Box 910948  
Los Angeles, CA 90091-0948

Terminix  
4633 Viewridge Ave.  
San Diego, CA 92123

Torrey Pines Bank  
9280 Clairemont Mesa Blvd.  
San Diego, CA 92123

Travelers  
CL Remittance Center  
Hartford, CT 06183-1008

Union Tribune  
P.O. Box 121546  
San Diego, CA 92112-5546